



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “Meeting”) of the Shareholders of **EMPRESS ROYALTY CORP.** (“Empress Royalty” or the “Corporation”) will be held on June 30, 2021 at 10:00 a.m. (PDT) at the offices of the Corporation at Unit 1 – 15782 Marine Drive, White Rock, B.C. V4B 1E6, Canada, for the following purposes:

- **TO ELECT** directors of the Corporation to hold office until the next annual meeting of Shareholders;
- **TO CONSIDER** and, if deemed advisable, ratify, confirm and approve, with or without variation, by ordinary resolution, the Corporation’s omnibus Incentive plan (the “Option Plan”) and all unallocated options, rights or other entitlements available thereunder in accordance with the rules of the TSX Venture Exchange (the “TSXV”);
- **TO CONSIDER** and, if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested Shareholders ratifying and confirming the issuance of an aggregate of 8,900,000 stock options to purchase common shares of the Corporation (the “Pending Options”) to executive directors, officers, employees and consultants of the Corporation, which were granted by the Corporation prior to receiving Shareholder approval of the Option Plan, in accordance with the rules of the TSXV;
- **TO CONSIDER** and, if deemed advisable, to ratify, confirm, and approve the Corporation’s Advance Notice Policy, as more specifically set out in the Management Information Circular;
- **TO APPOINT** Davidson and Company, LLP as auditors of the Corporation to hold office until the close of business of the next annual meeting of Shareholders and to authorize the directors of the Corporation to fix the auditors’ remuneration; and
- **TO TRANSACT** such further and other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Approval of the issuance of the Pending Options under the Corporation’s Option Plan will require disinterested Shareholder approval, being the approval of a majority of the votes cast by Shareholders at the Meeting excluding persons that hold or will hold the Pending Options and their Associates. “Associates” includes an individual’s spouse, children and any relative who lives in the same

residence as such person.

The accompanying Management Information Circular provides information relating to the matters to be addressed at the Meeting under “Business of the Meeting” and is incorporated into this notice of meeting.

The Board of Directors of the Corporation has fixed the close of business on May 18, 2021 as the record date for the purpose of determining Shareholders entitled to receive notice of and vote at the Meeting.

Each common share of the Corporation will entitle the holder to one vote at the Meeting. Except as otherwise stated, each resolution must be approved by a majority of the votes cast by the Shareholders present in person or by proxy at the Meeting.

Amid ongoing concerns regarding the COVID-19 outbreak, Empress Royalty remains mindful of the well-being of its shareholders and their families, its industry partners and other stakeholders as well as the communities in which the Corporation operates. Accordingly, Shareholders will be asked not to attend the Meeting in person. Both registered shareholders and beneficial shareholders must vote by June 28, 2021 to have their votes included. The Management Information Circular is available on the Corporation’s profile on SEDAR at www.sedar.com as of May 18, 2021 and on the Corporation’s web site at www.empressroyalty.com.

DATED at Vancouver, British Columbia, this 18th day of May 2021.

BY ORDER OF THE BOARD

“Alexandra Woodyer Sherron”

**Alexandra Woodyer Sherron
Chief Executive Officer and President**